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Attorneys for Bank of America National Trust and Savings Association

10  
11 IN THE UNITED STATES BANKRUPTCY COURT  
12 FOR THE DISTRICT OF ARIZONA

13 In Re: ) Proceedings Under Chapter 11  
14 BCE WEST, L.P. *et al.*, ) Case No. B 98-12547-ECF-CGC  
15 Debtors. ) (Case Nos. 98-12547-ECF-CGC through  
16 EID: 38-319719 ) 98-12570-ECF-CGC)  
17 ) Jointly Administered  
18 ) Hearing Date: August 24, 1999  
19 ) Hearing Time: 10:00 a.m.  
20 ) Hearing Location: 2929 N. Central Ave.  
21 ) Courtroom #6, 10th Flr.  
22 ) Phoenix, AZ

23  
24 RESPONSE OF BANK OF AMERICA NATIONAL TRUST AND  
25 SAVINGS ASSOCIATION TO THE DEBTORS' MOTION FOR AUTHORITY TO  
26 COMPROMISE AND SETTLE WITH HARRY'S FARMERS MARKET, INC.

27 Bank of America National Trust and Savings Association, as common collateral agent (the "Agent")  
28 for (a) certain prepetition revolving lenders of the debtors, and (b) certain other prepetition lenders of the  
29 debtors pursuant to that certain Master Lease Agreement No. 2 dated as of December 9, 1996, as amended,  
30 hereby submits this Response to the Debtors' Motion (the "Motion") for Authority to Compromise and Settle  
31 with Harry's Farmers Market, Inc. ("HFMI").

1 Pursuant to the Motion, the debtors seek to settle (i) claims held by the debtors against HFMI and  
2 (ii) claims held by HFMI against the debtors. The Agent does not object to the settlement terms set forth  
3 in the Motion. However, the debtors have informed the Agent that the actual settlement agreement has not  
4 yet been fully negotiated. Accordingly, the Agent reserves its rights pending its review of the final settlement  
5 agreement.

6 Dated: August 17th, 1999

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23 COPY of the foregoing  
24 mailed/e.mailed this 17th  
25 day of August, 1999 to the following:

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